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*Attorney for Toyota Motor Engineering &
Manufacturing North America, Inc., Toyota
Motor Corporation and Toyota Motor Sales,
U.S.A., Inc.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:

DPH HOLDINGS CORP., et al.,

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**WITHDRAWAL OF OBJECTIONS OF
TOYOTA MOTOR ENGINEERING & MANUFACTURING NORTH AMERICA, INC.,
TOYOTA MOTOR CORPORATION AND TOYOTA MOTOR SALES, U.S.A., INC. TO
(A) ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES AND (B) CURE AMOUNTS**

Pursuant to the Second Order Approving Certain Agreements With and Resolving the Remaining Objections of Toyota Motor Engineering & Manufacturing North America, Inc., Toyota Motor Corporation, and Toyota Motor Sales, U.S.A., Inc. to (A) Assumption and Assignment of Executory Contracts and Unexpired Leases and (B) Cure Amounts entered by this Court on February 22, 2010 [Docket No. 19528], Toyota Motor Engineering & Manufacturing North America, Inc., for itself and its manufacturing subsidiaries and affiliates (“TEMA”), Toyota Motor Corporation (“TMC”), and Toyota Motor Sales, U.S.A., Inc. (“TMS”; collectively

with TEMA and TMC, “Toyota”), by and through its undersigned counsel, hereby withdraws with prejudice the following objections: **(I)** Objection of Toyota Motor Engineering & Manufacturing North America, Inc. to (A) Confirmation of Debtors’ Modifications to the First Amended Plan of Reorganization and (B) Section 363 Implementation Agreement, filed by TEMA on July 15, 2009 [Docket No. 18271], **(II)** Limited Objection of Toyota Motor Sales, U.S.A., Inc. to Debtors’ (A) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, (B) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to GM Components Holdings, LLC or Steering Solutions Services Corporation, as Applicable, Under Modified Plan of Reorganization, (C) July 13, 2009 Notice of Filing Corrected Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, and (D) Errata Schedule 2 to Certain Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, filed by TMS on July 20, 2009 [Docket No. 18486], **(III)** Limited Objection of Toyota Motor Engineering & Manufacturing North America, Inc. to Debtors’ (A) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, (B) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to GM Components Holdings, LLC or

Steering Solutions Services Corporation, as Applicable, Under Modified Plan of Reorganization, (C) July 13, 2009 Notice of Filing Corrected Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, and (D) Errata Schedule 2 to Certain Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, filed by TEMA on July 20, 2009 [Docket No. 18484], and (IV) Limited Objection of Toyota Motor Corporation to Debtors' (A) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, (B) July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to GM Components Holdings, LLC or Steering Solutions Services Corporation, as Applicable, Under Modified Plan of Reorganization, (C) July 13, 2009 Notice of Filing Corrected Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, and (D) Errata Schedule 2 to Certain Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization, filed by TMC on July 20, 2009 [Docket No. 18485].

Dated: March 1, 2010

Respectfully Submitted,

FROST BROWN TODD LLC

/s/ Robert V. Sartin

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CERTIFICATE OF SERVICE

I, Robert V. Sartin, hereby certify that the foregoing was sent via overnight courier, and
by the Court's ECF system, on March 1, 2010 to the parties listed below.

DPH Holdings Corp.
5725 Delphi Drive
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Troy, Michigan 48098

Skadden, Arps, Slate, Meagher & Flom LLP
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Chicago, Illinois 60606

The Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court for the Southern District of New York
The Hon. Charles L. Brieant Jr. Federal Building and Courthouse
300 Quarropas Street
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White Plains, New York 10601-4140

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